

Fairbanks Community Cooperative Market dba “Co-op Market Grocery & Deli”
 Board of Directors Meeting Minutes
 Date: January 14, 2019

1. Call to Order/Roll Call
 - a. Board directors: Hilary Shook called the Fairbanks Community Cooperative Market Board of Directors (Board) meeting to order at approximately 6:05 p.m. at the Literacy Council of Alaska, 517 Gaffney Road, Fairbanks, AK.
 - b. Attendees: Mary Christensen- General Manager, Jodi Tansky- Secretary, Heather Conklin, Richard Seifert – Treasurer, Madeline Patterson-O’Dell, Hilary Shook
 - c. Absences: Chase Nelson (out of town), Anduin McElroy – Chair (sick)
 - d. Visitors: Brian Kassof, Art Gelvin, Shaun Sims – Retail Support Manager
2. Read Mission Statement: Heather
3. Review and Adopt Agenda: No changes to agenda. Adopted.
4. Owner Time: None.
5. December Minutes: Approved as amended with corrections to #11. Discussion: Should the board operate in Roberts Rules of Order and/or document in meeting minutes. If we don’t, how should we document who voted or moved? To be discussed at a later time.
6. Review December Action Items:

Date	Assignment Action Items with Timeline	Status
10/8/18	Board Governance Committee will meet and arrange for mid-year evaluation for November/December.	In progress. Hope to schedule by end of January.
11/13/18	Chase to follow-up with Tracy/Kristin on gift certificate and plaque.	Unknown. Jodi to follow-up with Chase.
11/13/18	Board to review 2019 Co-op Budget Inclusions and submit questions to Mary before final draft. 12/10/18 – Heather and Rich to submit to Mary.	Done.
11/13/18	Standing Committees (Board Development, Executive Chair, Finance, Governance, Outreach) to meet and begin work on annual calendar planning.	In progress. Board agreed to remove from action list and defer to committees.
12/10/18	Outreach Committee to discuss Values and report to board in January on 1) Defining values 2) Define vision.	Done. See Outreach Planning.
GM Action & Non-Compliance Monitoring Report Items		

10/8/18	The Board requests Mary to check on providing the full results of the Shoppers Survey and how often they survey will be conducted. Mary working with Kristin on this.	Done.
11/13/18	Mary to ask Wegner about tax liability and patron dividends.	Keep on. Ask Wegner in January.
12/10/18	Mary to respond to comments in the Annual Meeting minutes.	Done
12/10/18	Mary to ensure updated board application is on the website and located at Customer Service.	Done

7. Announcements: None

8. Committee Reports:

- a. Board Development: Jodi – Apologized for mixed up board development and board governance reports. Still learning curve with new committees and their duties.
 - i. Committee made two recommendations for appointees in the two open director seats for the board. We will be voting on that recommendation tonight. Orientation manual will be updated and disbursed to new directors by the end of the month.
 - ii. CBLD New Director training is highly recommended for all new directors, if financially possible. Financial committee asked to consider this feasibility ASAP. Training will be March 9th in Portland, OR. Mary to coordinate with finance committee to arrange travel and registration.
- b. Executive: No report. Has not met.
- c. Financial/Audit: Rich updated on 86 member loans, totaling ~\$800,000 and repayment status. Committee is working with Mary to streamline and estimate payback due dates. They are also to meet with Craig Partyka and report to board in February. Finance concerned about FNBA line of credit denial and possible cash on hand shortage approaching. Finance finalized budget and was reminded to ensure request of conference phone for tele-conference board meetings and USB for secretary file storage.
- d. Board Governance: Jodi – Committee met about GM mid-year evaluation and hope to schedule by the end of the month. Recommended Board Retreat date with CDS Consultant on March 29-31. Location and times TBD. Jodi offered house if it wasn't too far out of town for everyone to drive. Directors are to submit three topics they would like to see covered at the retreat to committee and location preferences before February meeting.
- e. Outreach and Planning: Hilary- Committee meets 1st Monday of the month. They finalized recommendation to board of Mission/Vision. The proposal to be voted on tonight. They are working on a 10 year in operation celebration and on the application process for owner-members to be on the committee.

9. FYI Report:

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- a. **B2 Budget:** Accepted In Compliance with acknowledgement of Budget Plan to be presented in 6 months
 - i. **Discussion:** Recommendation to attach a trigger point for number 4 Feasibility (ie. \$50,000 project). Operations looking at how be efficient in promotional expenses.
 - b. **B Policy – Global Constraint:** Accepted In Compliance
10. **Board Decisions:**
- a. **Annual Meeting 2018 Draft minutes:** Approved unanimously.
 - b. **2019 Budget:** Approved unanimously.
 - c. **Values:** Approved Outreach and Planning recommendation of Mission/Vision/Values proposal with minor corrections to wording and strong recommendation for in-store visibility, in addition to planned website publication.
 - d. **Retreat:** Approved Board Governance recommendation of March 29-31, 2019 Board Retreat with CDS Consultant, Todd Wallace. Location/times TBD.
 - e. **Director Appointments:** Approved Board Developments recommendation of Art Gelvin and Brian Kassof to fill two open seats. Art volunteered for Seat B (1 year term) and Brian for Seat D (3 year term).
11. **Closing:**
- a. Review Action Items (Decisions, Tasks/Assignments)

Board Decisions		
<ul style="list-style-type: none"> - Accepted Policy B2: Budget in compliance with acknowledgement of Budget Plan to be presented in 6 months - Accepted Global Policy B in compliance - Approved Annual Meeting 2018 draft minutes - Approved 2019 Budget - Approved Mission/Vision/Values proposal - Approval Retreat dates March 29-31, 2019 - Approved new director appointments: Art Gelvin for Seat B (1 year term) and Brian Kassof for Seat D (3 year term) 		
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10/8/18	Board Governance Committee will meet and arrange for mid-year evaluation for November/December.	In progress. Hope to schedule by end of January.
11/13/18	Chase to follow-up with Tracy/Kristin on gift certificate and plaque.	Unknown. Jodi to follow-up with Chase.
1/14/19	Financial committee asked to consider feasibility of new directors (Madeline, Hilary, Art, Brian) training, March 9th in Portland, OR. Mary to coordinate with finance committee to arrange travel and registration.	

1/14/19	Directors are to submit three topics and location preference they would like for the retreat, March 29-31, to Board Governance committee before February meeting.	
1/14/19	Finance Committee to review with Craig Partyka on owner loan rollover and report to board in February.	
GM Action & Non-Compliance Monitoring Report Items		
10/8/18	The Board requests Mary to outline a policy for “members in good standing” to meet Bylaws by February meeting, including time limits on payment of equity and a process for monitoring.	Keep on until February.
11/13/18	Mary to ask Wegner about tax liability and patron dividends.	Keep on. Ask Wegner in January.
1/14/19	Mary to schedule a Finance/operations overview with new directors.	

- a. Review next meetings topics: Policy BI: Financial Condition 4Q
- b. Debrief/ Evaluate Meeting
- c. The next meeting will be held Monday, February 11 at 6:00pm, Literacy Council of Alaska. Potluck reception will be held at 5:30pm.
- d. The meeting was adjourned at approximately 7:47 p.m.

Respectfully submitted,

Jodi Tansky
Fairbanks Community Cooperative Market
Board Secretary

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